



wherein:

R<sup>1</sup> is hydrogen or acyl;

R<sup>2</sup> is hydrogen or alkyl;

A and B are simultaneously an aryl or a heteroaryl ring;

R<sup>3</sup> is selected from the group consisting of:

- (a) optionally substituted heterocyclyl;
- (b) optionally substituted aryl or heteroaryl;
- (c) heteroalkenyl;
- (d) heteroalkynyl;
- (e) optionally substituted heterocyclalkyl;
- (f) optionally substituted heterocyclalkenyl;
- (g) optionally substituted heterocyclalkynyl;
- (h) optionally substituted heterocyclalkoxy, cycloxy or heterocycloxy;
- (i) optionally substituted heterocyclalkylamino;
- (j) optionally substituted heterocyclalkylcarbonyl;
- (k) -Y-(alkylene)-R<sup>9</sup> where:

Y is a single bond, -O-, -NH- or -S(O)<sub>n</sub>- (where n is an integer from 0 to 2); and

R<sup>9</sup> is cyano, optionally substituted heteroaryl, -COOH, -COR<sup>10</sup>, -COOR<sup>11</sup>, -CONR<sup>12</sup>R<sup>13</sup>, -SO<sub>2</sub>R<sup>14</sup>, -SO<sub>2</sub>NR<sup>15</sup>R<sup>16</sup>, -NHSO<sub>2</sub>R<sup>17</sup> or -NHSO<sub>2</sub>NR<sup>18</sup>R<sup>19</sup>, where R<sup>10</sup> is optionally substituted

heterocycle, R<sup>11</sup> is alkyl, and R<sup>12</sup>, R<sup>13</sup>, R<sup>14</sup>, R<sup>15</sup>, R<sup>16</sup>, R<sup>17</sup>,

$R^{18}$  and  $R^{19}$  are, independently of each other, hydrogen, alkyl or heteroalkyl;

- (l)  $-C(=NR^{20})(NR^{21}R^{22})$  where  $R^{20}$ ,  $R^{21}$  and  $R^{22}$  independently represent hydrogen, alkyl or hydroxy, or  $R^{20}$  and  $R^{21}$  together are  $-(CH_2)_n-$  where  $n$  is 2 or 3 and  $R^{22}$  is hydrogen or alkyl;
- (m)  $-NHC(X)NR^{23}R^{24}$  where  $X$  is  $-O-$  or  $-S-$ , and  $R^{23}$  and  $R^{24}$  are, independently of each other, hydrogen, alkyl or heteroalkyl;
- (n)  $-CONR^{25}R^{26}$  where  $R^{25}$  and  $R^{26}$  independently represent hydrogen, alkyl, heteroalkyl or optionally substituted heterocyclalkyl, or  $R^{25}$  and  $R^{26}$  together with the nitrogen to which they are attached form an optionally substituted heterocycl ring;
- (o) cycloalkylalkyl, cycloalkylalkynyl and cycloalkylalkynyl, all optionally substituted with alkyl, halo, hydroxy or amino;
- (p) arylaminoalkylene or heteroarylaminomalkylene;
- (q)  $Z$ -alkylene- $NR^{30}R^{31}$  or  $Z$ -alkylene- $OR^{32}$  where  $Z$  is  $-O-$ , and  $R^{30}$ ,  $R^{31}$  and  $R^{32}$  are independently of each other, hydrogen, alkyl or heteroalkyl;
- (r)  $-OC(O)$ -alkylene- $CO_2H$  or  $-OC(O)$ - $NR'R''$  (where  $R'$  and  $R''$  are independently hydrogen or alkyl); and
- (s) heteroarylalkenylene or heteroarylalkynylene;

$R^4$  is selected from the group consisting of:

- (a) hydrogen;
- (b) halo;
- (c) alkyl;
- (d) alkoxy; and
- (e) hydroxy;

$R^5$  is selected from the group consisting of:

- (a) hydrogen;
- (b) halo;

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- (c) alkyl;
  - (d) haloalkyl;
  - (e) thioalkyl;
  - (f) hydroxy;
  - (g) amino;
  - (h) alkylamino;
  - (i) dialkylamino;
  - (j) heteroalkyl;
  - (k) optionally substituted heterocycle;
  - (l) optionally substituted heterocyclalkyl;
  - (m) optionally substituted heterocyclalkoxy;
  - (n) alkylsulfonyl;
  - (o) aminosulfonyl, mono-alkylaminosulfonyl or di-alkylaminosulfonyl;
  - (p) heteroalkoxy; and
  - (q) carboxy;

R<sup>6</sup> is selected from the group consisting of:

- (a) hydrogen;
- (b) halo;
- (c) alkyl; and
- (d) alkoxy; and

prodrugs, individual isomers, mixtures of isomers and pharmaceutically acceptable salts thereof.

2. (Amended Herein) The compound of Claim 1 wherein R<sup>3</sup> is:

- (a) optionally substituted heterocyclalkyl;
- (b) aryl or heteroaryl both optionally substituted with a substituent selected from halo, alkyl, amino, alkoxy, carboxy, lower alkoxy carbonyl, SO<sub>2</sub>R' (where R' is alkyl) or SO<sub>2</sub>NHR'R'' (where R' and R'' are independently hydrogen or alkyl);

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- (c) heteroalkenyl;
  - (d) heteroalkylamino;
  - (e) optionally substituted heterocyclalkyl or heterocycloxy;
  - (f) optionally substituted heterocyclalkenyl;
  - (g) optionally substituted heterocyclalkynyl;
  - (h) optionally substituted heterocyclalkoxy;
  - (i) optionally substituted heterocyclalkylamino;
  - (j) optionally substituted heterocyclalkylcarbonyl;
  - (k) -Y-(alkylene)-R<sup>9</sup> where Y is a single bond, -O- or -NH- and R<sup>9</sup> is optionally substituted heteroaryl, -CONR<sup>12</sup>R<sup>13</sup>, SO<sub>2</sub>R<sup>14</sup>, -SO<sub>2</sub>NR<sup>15</sup>R<sup>16</sup>, -NHSO<sub>2</sub>R<sup>17</sup> or -NHSO<sub>2</sub>NR<sup>18</sup>R<sup>19</sup> where R<sup>12</sup>, R<sup>13</sup>, R<sup>14</sup>, R<sup>15</sup>, R<sup>16</sup>, R<sup>17</sup>, R<sup>18</sup> and R<sup>19</sup> are independently of each other hydrogen, alkyl or heteroalkyl;
  - (l) cycloalkylalkyl, cycloalkylalkynyl and cycloalkylalkynyl, all optionally substituted with alkyl, halo, hydroxy or amino;
  - (m) arylaminoalkylene or heteroarylaminomethylene; or
  - (n) Z-alkylene-NR<sup>30</sup>R<sup>31</sup> where Z is -O-, and R<sup>30</sup> and R<sup>31</sup> are independently of each other, hydrogen, alkyl or heteroalkyl.

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16. (Amended Herein) The compound of Claim 5, wherein R<sup>3</sup> is:
- (a) heteroalkylamino;
  - (b) optionally substituted heterocyclalkyl;
  - (c) optionally substituted heterocyclalkoxy;
  - (d) optionally substituted heterocyclalkylamino;
  - (e) -Y-(alkylene)-R<sup>9</sup> where Y is a single bond, -O- or -NH- and R<sup>9</sup> is optionally substituted heteroaryl, -CONR<sup>12</sup>R<sup>13</sup>, SO<sub>2</sub>R<sup>14</sup>, -SO<sub>2</sub>NR<sup>15</sup>R<sup>16</sup>, -NHSO<sub>2</sub>R<sup>17</sup> or -NHSO<sub>2</sub>NR<sup>18</sup>R<sup>19</sup> where R<sup>12</sup>, R<sup>13</sup>, R<sup>14</sup>, R<sup>15</sup>, R<sup>16</sup>, R<sup>17</sup>, R<sup>18</sup> and R<sup>19</sup> are independently of each other hydrogen, alkyl or heteroalkyl; or
  - (f) Z-alkylene-NR<sup>30</sup>R<sup>31</sup> where Z is -O-, and R<sup>30</sup> and R<sup>31</sup> are independently of each other, hydrogen, alkyl or heteroalkyl.

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19. (Amended Herein) The compound of Claim 16, wherein R<sup>5</sup> is 2-F and R<sup>6</sup> is 4-F.
20. (Amended Herein) The compound of Claim 16, wherein R<sup>5</sup> is 4-F and R<sup>6</sup> is hydrogen.
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21. (Amended Herein) The compound of Claim 16, wherein R<sup>5</sup> is 2-Me and R<sup>6</sup> is hydrogen.
22. (Amended Herein) The compound of Claim 16, wherein R<sup>3</sup> is heteroalkylamino.
23. (Amended Herein) The compound of Claim 22, wherein R<sup>3</sup> is at the 3-position and is selected from the group consisting of 2-dimethylaminoethylamino and 3-dimethylaminopropylamino.

REMARKS

Claims 1-17 and 19-32 are pending in this application. Claim 17 has been cancelled. Claims 1, 2, 16, and 19-23 have been amended. Upon entry of this Amendment and Response Claims 1-16 and 19-32 will be pending in this application.

Attached hereto as Appendix A captioned "Version with Markings to show changes made" is a marked-up version of the changes made to the claims by the current amendment. In addition, for the convenience of the Examiner, all claims now pending following entry of the present Amendment and Response are reproduced in Appendix B captioned "Pending Claims."

Rejection under 35 U.S.C. §112

*§112, first paragraph*

Claims 1-17 and 19-32 are rejected under 35 U.S.C. §112, first paragraph, as allegedly containing subject matter which was not described in the specification in such a way as to reasonably convey to one skilled in the relevant art that the inventor(s), at the time the